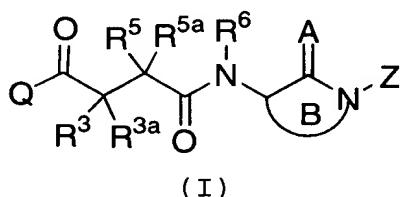


CLAIMS

What is claimed is:

5 1. A compound of Formula (I):



10 or a pharmaceutically acceptable salt or prodrug thereof,
wherein:

A is O or S;

15 Q is -NR¹R²;

R¹, at each occurrence, is independently selected from:

H;

C₁-C₆ alkyl substituted with 0-3 R^{1a};

20 C₃-C₁₀ carbocycle substituted with 0-3 R^{1b};

C₆-C₁₀ aryl substituted with 0-3 R^{1b}; and

25 5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{1b};

R^{1a}, at each occurrence, is independently selected from H,
C₁-C₆ alkyl Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃;
C₃-C₁₀ carbocycle substituted with 0-3 R^{1b};

30 C₆-C₁₀ aryl substituted with 0-3 R^{1b}; and

5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{1b};

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Cont

R^{1b} , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₆ haloalkyl, and C₁-C₄ haloalkoxy;

5 R² is independently selected from H, C₁-C₆ alkyl, C₃-C₁₀ carbocycle, C₆-C₁₀ aryl, and 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur;

10 R³ is -(CR^{7a})_n-R⁴,
-(CR^{7a})_n-S-(CR^{7a})_m-R⁴,
-(CR^{7a})_n-O-(CR^{7a})_m-R⁴,
-(CR^{7a})_n-N(R^{7b})-(CR^{7a})_m-R⁴,
-(CR^{7a})_n-S(=O)-(CR^{7a})_m-R⁴,
15 -(CR^{7a})_n-S(=O)₂-(CR^{7a})_m-R⁴,
-(CR^{7a})_n-C(=O)-(CR^{7a})_m-R⁴,
-(CR^{7a})_n-N(R^{7b})C(=O)-(CR^{7a})_m-R⁴,
-(CR^{7a})_n-C(=O)N(R^{7b})-(CR^{7a})_m-R⁴,
- (CR^{7a})_n-N(R^{7b})S(=O)₂-(CR^{7a})_m-R⁴, or
20 -(CR^{7a})_n-S(=O)₂N(R^{7b})-(CR^{7a})_m-R⁴;

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

25 R^{3a} is H, OH, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₂-C₄ alkenyl or C₂-C₄ alkenyloxy;

30 R⁴ is H, OH, OR^{14a},
C₁-C₆ alkyl substituted with 0-3 R^{4a},
C₂-C₆ alkenyl substituted with 0-3 R^{4a},
C₂-C₆ alkynyl substituted with 0-3 R^{4a},
C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},
C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or
35 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

5 R^{4a}, at each occurrence, is independently selected from is H, F, Cl, Br, I, CF₃,

C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},

C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or

10 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

15 R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,

S(=O)CH₃, S(=O)₂CH₃,

C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,

C₁-C₄ haloalkoxy, and C₁-C₄ halothioalkyl-S-;

20 R⁵ is H, OR¹⁴;

C₁-C₆ alkyl substituted with 0-3 R^{5b};

C₁-C₆ alkoxy substituted with 0-3 R^{5b};

C₂-C₆ alkenyl substituted with 0-3 R^{5b};

C₂-C₆ alkynyl substituted with 0-3 R^{5b};

C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};

25 C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or

5 to 10 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

30

R^{5a} is H, OH, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₂-C₄ alkenyl, or C₂-C₄ alkenyloxy;

35 R^{5b}, at each occurrence, is independently selected from:

H, C₁-C₆ alkyl, CF₃, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂,

NR¹⁵R¹⁶;

C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};

GB 5 *AN* 5- C_{10} aryl substituted with 0-3 R^{5c} ; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{5c} ;

AN 10 *Cont* R^{5c} , at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 ,
 $S(=O)CH_3$, $S(=O)_2CH_3$,
 C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
 C_1-C_4 haloalkoxy, and C_1-C_4 halothioalkyl-S-;

R^6 is H;

15 C_1-C_6 alkyl substituted with 0-3 R^{6a} ;
 C_3-C_{10} carbocycle substituted with 0-3 R^{6b} ; or
 C_6-C_{10} aryl substituted with 0-3 R^{6b} ;

20 R^{6a} , at each occurrence, is independently selected from H,
 C_1-C_6 alkyl, OR^{14} , Cl, F, Br, I, =O, CN, NO_2 , $NR^{15}R^{16}$,
aryl or CF_3 ;

25 R^{6b} , at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , C_1-C_6 alkyl,
 C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

30 R^7 , at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO_2 , CF_3 , phenyl and C_1-C_4 alkyl;

35 R^{7a} , at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO_2 , CF_3 , and C_1-C_4 alkyl;

R^{7b} is independently selected from H and C_1-C_4 alkyl;

Ring B is a 7 membered lactam or thiolactam,
35 wherein the lactam or thiolactam is saturated,
partially saturated or unsaturated;

wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R¹¹; and, optionally, the lactam or thiolactam contains a heteroatom selected from -O-, -S-, -S(=O)-, -S(=O)₂-, 5 , -N=, -NH-, and -N(R¹⁰)-;

Sub A^v cont
10 additionally, two R¹¹ substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R¹³;

15 additionally, two R¹¹ substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R¹³;

20 additionally, two R¹¹ substituents on the same or adjacent carbon atoms may be combined to form a C₃-C₆ carbocycle substituted with 0-3 R¹³;

R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹, 25 S(=O)₂NR¹⁸R¹⁹, S(=O)₂R¹⁷;

C₁-C₆ alkyl optionally substituted with 0-3 R^{10a};

C₆-C₁₀ aryl substituted with 0-4 R^{10b};

C₃-C₁₀ carbocycle substituted with 0-3 R^{10b}; or

30 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or aryl substituted with 0-4 R^{10b};

35 R^{10b}, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂,

NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

*Sub A
cont*

5 R¹¹, at each occurrence, is independently selected from H, C₁-C₄ alkoxy, Cl, F, Br, I, =O, CN, NO₂, NR¹⁸R¹⁹, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹, S(=O)₂NR¹⁸R¹⁹, CF₃; C₁-C₆ alkyl optionally substituted with 0-3 R^{11a}; C₆-C₁₀ aryl substituted with 0-3 R^{11b};

10 C₃-C₁₀ carbocycle substituted with 0-3 R^{11b}; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

15 R^{11a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃; phenyl substituted with 0-3 R^{11b};

20 C₃-C₆ cycloalkyl substituted with 0-3 R^{11b}; and 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};

25 R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,

30 C₁-C₄ haloalkoxy, and C₁-C₄ halothioalkyl-S-;

Z is H;
C₁-C₈ alkyl substituted with 1-3 R¹²;
C₂-C₄ alkenyl substituted with 1-3 R¹²;

35 C₂-C₄ alkynyl substituted with 1-3 R¹²;
C₁-C₈ alkyl substituted with 0-3 R^{12a};
C₂-C₄ alkenyl substituted with 0-3 R^{12a};

5 C₂-C₄ alkynyl substituted with 0-3 R^{12a};
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{12b};

10 R¹², at each occurrence, is independently selected from
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{12b};

15 R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, -C(=O)NR¹⁵R¹⁶,
CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,
20 C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,
C₁-C₄ haloalkoxy, or C₁-C₄ halothioalkyl-S-;

25 R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl,
SCH₃, S(=O)CH₃, S(=O)₂CH₃,
C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,
C₁-C₄ haloalkoxy, and C₁-C₄ halothioalkyl-S-;

30 R¹³, at each occurrence, is independently selected from
H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN,
NO₂, NR¹⁵R¹⁶, and CF₃;

35 R¹⁴ is H, phenyl, benzyl, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, or
C₃-C₆ cycloalkyl;

35 R^{14a} is H, phenyl, benzyl, or C₁-C₄ alkyl;

R¹⁵, at each occurrence, is independently selected from H, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

5 Sub - A2 Count
R¹⁶, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

10 R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or -CH₂-aryl substituted by 0-4 R^{17a};

15 R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;

20 R¹⁸, at each occurrence, is independently selected from H, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-; and

25 R¹⁹, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

30 provided, when R¹³ is H,

then Z is H;

C₄-C₈ alkyl substituted with 1-3 R¹²;

C₂-C₄ alkenyl substituted with 1-3 R¹²;

C₂-C₄ alkynyl substituted with 1-3 R¹²;

35 C₁-C₈ alkyl substituted with 0-3 R^{12a};

C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or

C₂-C₄ alkynyl substituted with 0-3 R^{12a}; and

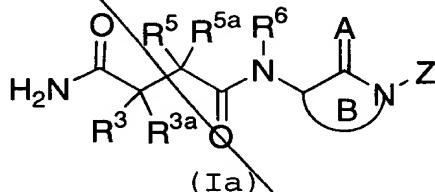
provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R¹⁰)-6,6,7,7-tetra(R¹¹)-2,4-dioxo-2H-1,5-diazepin-3-yl core, and R¹³ is H; then

*Sub A2
cont*

R^{10} is H , $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$,
 $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$; or
 C_1-C_6 alkyl optionally substituted with 0-3 R^{10a} ;

5 R^{10a} , at each occurrence, is independently selected from
 H , C_1-C_6 alkyl, OR^{14} , Cl , F , Br , I , $=O$, CN , NO_2 ,
 $NR^{15}R^{16}$, and CF_3 .

10 2. A compound, according to Claim 1, of Formula (Ia):



15 or a pharmaceutically acceptable salt or prodrug thereof,

wherein:

20 Z is H ;

C_1-C_8 alkyl substituted with 0-3 R^{12a} ;

C_2-C_4 alkenyl substituted with 0-3 R^{12a} ; or

C_2-C_4 alkynyl substituted with 0-3 R^{12a} .

25 3. A compound according to Claim 2 of Formula (Ia)
wherein:

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cont*

R^3 is $-(CR^{7a})_n-R^4$,
 $-(CR^{7a})_n-S-(CR^{7a})_m-R^4$,
 $-(CR^{7a})_n-O-(CR^{7a})_m-R^4$, or
 $-(CR^{7a})_n-N(R^{7b})-(CR^{7a})_m-R^4$;

30 n is 0, 1, or 2;

m is 0, 1, or 2;

35 R^{3a} is H , OH , methyl, ethyl, propyl, butyl, methoxy,
ethoxy, propoxy, butoxy, allyl or 3-buten-1-yl;

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cont
5
R⁴ is H, OH, OR^{14a},

C₁-C₆ alkyl substituted with 0-3 R^{4a},

C₂-C₆ alkenyl substituted with 0-3 R^{4a},

C₂-C₆ alkynyl substituted with 0-3 R^{4a},

C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},

C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or

5 to 10 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

10 sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{4b};

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R^{4a}, at each occurrence, is independently selected from is
H, F, Cl, Br, I, CF₃,

15 C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},

C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or

5 to 10 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

10 sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{4b};

20 R^{4b}, at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,
S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄
25 haloalkyl, and C₁-C₄ haloalkoxy;

30 R⁵ is H, OR¹⁴;

C₁-C₆ alkyl substituted with 0-3 R^{5b};

C₁-C₆ alkoxy substituted with 0-3 R^{5b};

35 C₂-C₆ alkenyl substituted with 0-3 R^{5b};

C₂-C₆ alkynyl substituted with 0-3 R^{5b};

C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};

C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or

5 to 10 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

10 sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{5c};

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cont⁵
R^{5a} is H or C₁-C₄ alkyl;

R^{5b} at each occurrence, is independently selected from:
H, C₁-C₆ alkyl, CF₃, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂,
NR¹⁵R¹⁶;

C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};

C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or

5 to 10 membered heterocycle containing 1 to 4

10 heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{5c};

15 R^{5c}, at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,
S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄
haloalkyl, and C₁-C₄ haloalkoxy;

20 R⁶ is H, methyl, or ethyl;

25 R⁷, at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO₂, CF₃, phenyl and C₁-C₄ alkyl;

R^{7a}, at each occurrence, is independently selected from H,
25 OH, Cl, F, Br, I, CN, NO₂, CF₃, and C₁-C₄ alkyl;

R^{7b} is independently selected from H, methyl, ethyl,
propyl, and butyl;

30 Ring B is a 7 membered lactam or thiolactam,
wherein the lactam or thiolactam is saturated,
partially saturated or unsaturated;
wherein each additional lactam carbon or thiolactam
carbon is substituted with 0-2 R¹¹; and,
35 optionally, the lactam or thiolactam contains a
heteroatom selected from, -O-, -S-, -S(=O)-, -
S(=O)₂-, -N=, -NH-, and -N(R¹⁰)-;

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cont⁵

additionally, two R¹¹ substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-3 R¹³;

10 additionally, two R¹¹ substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R¹³;

15 additionally, two R¹¹ substituents on the same or adjacent carbon atoms may be combined to form a C₃-C₆ carbocycle substituted with 0-3 R¹³;

20 R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹, S(=O)₂NR¹⁸R¹⁹, S(=O)₂R¹⁷; C₁-C₆ alkyl optionally substituted with 0-2 R^{10a}; C₆-C₁₀ aryl substituted with 0-4 R^{10b}; C₃-C₁₀ carbocycle substituted with 0-3 R^{10b}; or 25 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

30 R^{10a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};

35 R^{10b}, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, or CF₃;

35 R¹¹, at each occurrence, is independently selected from H, C₁-C₄ alkoxy, Cl, F, Br, I, =O, CN, NO₂, NR¹⁸R¹⁹, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹, S(=O)₂NR¹⁸R¹⁹, CF₃;

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cont

5 C₁-C₆ alkyl optionally substituted with 0-3 R^{11a};
C₆-C₁₀ aryl substituted with 0-3 R^{11b};
C₃-C₁₀ carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{11b};

10 R^{11a}, at each occurrence, is independently selected from H,
C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶,
CF₃, or phenyl substituted with 0-3 R^{11b};

15 R^{11b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl,
SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy,
C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

Z is H;
20 C₁-C₆ alkyl substituted with 0-3 R^{12a};
C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or
C₂-C₄ alkynyl substituted with 0-3 R^{12a};

25 R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl,
SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy,
C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

30 R¹³, at each occurrence, is independently selected from
H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN,
NO₂, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, C₁-C₆ alkyl, or C₂-C₆ alkoxyalkyl;

35 R^{14a} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

B1
cont

5 R¹⁵, at each occurrence, is independently selected from H, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

10 5 R¹⁶, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

15 10 R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl,

15 15 aryl substituted by 0-4 R^{17a}, or -CH₂-aryl substituted by 0-4 R^{17a};

20 20 R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;

25 25 R¹⁸, at each occurrence, is independently selected from H, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-; and

30 30 R¹⁹, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-.

Sub A2

35 25 4. A compound according to Claim 3 of Formula (Ia) wherein:

30 30 R³ is -(CHR⁷)_n-R⁴,

35 35 n is 0 or 1;

40 35 R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

45 40 R⁴ is H, OH, OR^{14a}, C₁-C₄ alkyl substituted with 0-2 R^{4a},

*Su
A2
Conv10*

5 C_2 - C_4 alkenyl substituted with 0-2 R^{4a} ,
 C_2 - C_4 alkynyl substituted with 0-1 R^{4a} ,
 C_3 - C_6 carbocycle substituted with 0-3 R^{4b} ,
 C_6 - C_{10} aryl substituted with 0-3 R^{4b} , or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b} ;

10 R^{4a} , at each occurrence, is independently selected from is
H, F, Cl, Br, I, CF_3 ,
 C_3 - C_6 carbocycle substituted with 0-3 R^{4b} ,
phenyl substituted with 0-3 R^{4b} , or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b} ;

15 R^{4b} , at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO_2 , $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 ,
 $S(=O)CH_3$, $S(=O)_2CH_3$, C_1 - C_4 alkyl, C_1 - C_3 alkoxy, C_1 - C_2
haloalkyl, and C_1 - C_2 haloalkoxy;

20 R^5 is H, OR^{14} ;
25 C_1 - C_4 alkyl substituted with 0-3 R^{5b} ;
 C_2 - C_4 alkenyl substituted with 0-3 R^{5b} ;
 C_2 - C_4 alkynyl substituted with 0-3 R^{5b} ;

30 R^{5a} is H, methyl, ethyl, propyl, or butyl;

35 R^{5b} , at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3 , OR^{14} , Cl, F, Br,
I, $=O$;
 C_3 - C_6 carbocycle substituted with 0-3 R^{5c} ;
phenyl substituted with 0-3 R^{5c} ; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

5 R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

10 R⁶ is H;

15 R⁷, at each occurrence, is independently selected from H, F, CF₃, methyl, and ethyl;

20 Ring B is a 7 membered lactam or thiolactam, wherein the lactam or thiolactam is saturated, partially saturated or unsaturated; wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R¹¹; and, optionally, the lactam or thiolactam contains a heteroatom selected from -N=, -NH-, and -N(R¹⁰)-;

25 additionally, two R¹¹ substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-2 R¹³;

30 additionally, two R¹¹ substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-2 R¹³;

35 additionally, two R¹¹ substituents on the same or adjacent carbon atoms may be combined to form a C₃-C₆ carbocycle substituted with 0-2 R¹³;

R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷;

Su b
A3
Cont X

5 C_1-C_4 alkyl optionally substituted with 0-1 R^{10a} ;
phenyl substituted with 0-4 R^{10b} ;
 C_3-C_6 carbocycle substituted with 0-3 R^{10b} ; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{10b} ;

10 R^{10a} , at each occurrence, is independently selected from H,
 C_1-C_4 alkyl, OR^{14} , Cl, F, Br, I, $=O$, CN, NO_2 , $NR^{15}R^{16}$,
 CF_3 , or phenyl substituted with 0-4 R^{10b} ;

15 R^{10b} , at each occurrence, is independently selected from H,
OH, C_1-C_4 alkyl, C_1-C_3 alkoxy, Cl, F, Br, I, CN, NO_2 ,
 $NR^{15}R^{16}$, or CF_3 ;

20 R^{11} , at each occurrence, is independently selected from
H, C_1-C_4 alkoxy, Cl, F, $=O$, $NR^{18}R^{19}$, $C(=O)R^{17}$,
 $C(=O)OR^{17}$, CF_3 ;

25 C_1-C_6 alkyl optionally substituted with 0-3 R^{11a} ;
 C_6-C_{10} aryl substituted with 0-3 R^{11b} ;
 C_3-C_6 carbocycle substituted with 0-3 R^{11b} ; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{11b} ;

30 R^{11a} , at each occurrence, is independently selected from H,
 C_1-C_4 alkyl, OR^{14} , F, $=O$, $NR^{15}R^{16}$, CF_3 , or phenyl
substituted with 0-3 R^{11b} ;

35 R^{11b} , at each occurrence, is independently selected from H,
OH, Cl, F, $NR^{15}R^{16}$, CF_3 , C_1-C_4 alkyl, C_1-C_3 alkoxy,
 C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

35 Z is H;
 C_1-C_4 alkyl substituted with 0-3 R^{12a} ;

Sub A3 cont

~~C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or
C₂-C₄ alkynyl substituted with 0-3 R^{12a};~~

5 R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl,
and C₁-C₂ haloalkoxy;

10 R¹³, at each occurrence, is independently selected from
H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN,
NO₂, NR¹⁵R¹⁶, and CF₃;

15 R¹⁴ is H, phenyl, benzyl, C₁-C₄ alkyl, or C₂-C₄ alkoxyalkyl;

20 R¹⁵, at each occurrence, is independently selected from H,
C₁-C₄ alkyl, benzyl, phenethyl, (C₁-C₄ alkyl)-C(=O)-,
and (C₁-C₄ alkyl)-S(=O)₂-;

25 R¹⁶, at each occurrence, is independently selected from
H, OH, C₁-C₄ alkyl, benzyl, phenethyl,
(C₁-C₄ alkyl)-C(=O)-, and (C₁-C₄ alkyl)-S(=O)₂-;

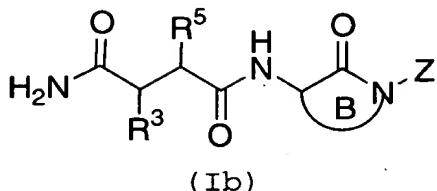
30 R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl,
ethoxymethyl, methoxyethyl, ethoxyethyl,
phenyl substituted by 0-3 R^{17a}, or
-CH₂-phenyl substituted by 0-3 R^{17a};

35 R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF₃, or OCF₃;

40 R¹⁸, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and
phenethyl;

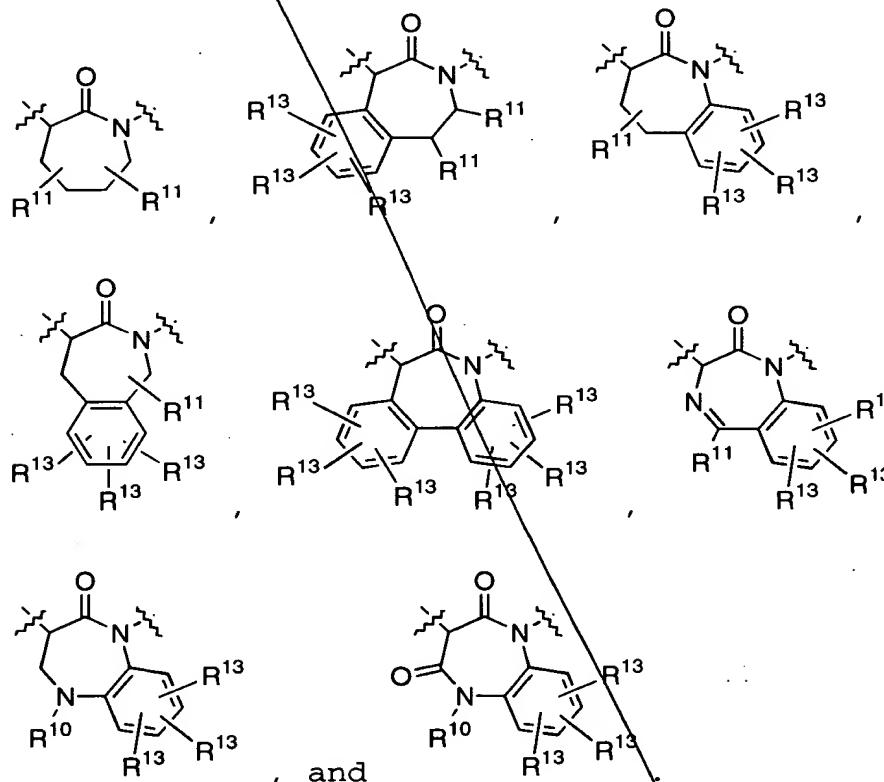
45 R¹⁹, at each occurrence, is independently selected from
H, methyl, and ethyl.

5. A compound of Claim 4 of Formula (Ib):

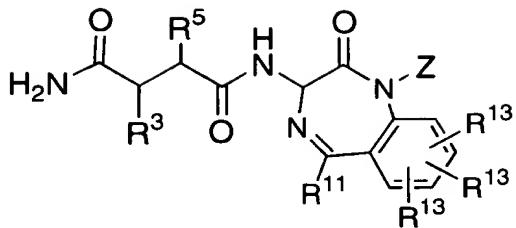


or a pharmaceutically acceptable salt or prodrug thereof
wherein:

10 Ring B is selected from:



6. A compound according to Claim 5 of Formula (Ic):



(Ic)

Sub
A3, X
CO 5
or a pharmaceutically acceptable salt or prodrug thereof
wherein

R³ is R⁴,

R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},
C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or
C₂-C₄ alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF₃,
C₃-C₆ carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H,
OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy,
ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b};
C₂-C₄ alkenyl substituted with 0-1 R^{5b};
C₂-C₄ alkynyl substituted with 0-1 R^{5b};

R^{5b} , at each occurrence, is independently selected from: H, methyl, ethyl, propyl, butyl, CF_3 , OR^{14} , $=O$; C_3 - C_6 carbocycle substituted with 0-2 R^{5c} ; phenyl substituted with 0-3 R^{5c} ; or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c} ; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1 - C_2 haloalkyl, and C_1 - C_2 haloalkoxy;

R^{11} , at each occurrence, is independently selected from H, $=O$, $NR^{18}R^{19}$, CF_3 ; C_1 - C_4 alkyl optionally substituted with 0-1 R^{11a} ; phenyl substituted with 0-3 R^{11b} ; C_3 - C_6 carbocycle substituted with 0-3 R^{11b} ; and 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b} ; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a} , at each occurrence, is independently selected from H, C_1 - C_4 alkyl, OR^{14} , F, Cl, $=O$, $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-3 R^{11b} ;

Sub A3 cont

5 R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

10 Z is H;
 C₁-C₄ alkyl substituted with 0-3 R^{12a};
 C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or
 C₂-C₄ alkynyl substituted with 0-3 R^{12a};

15 R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

20 R¹³, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

25 R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

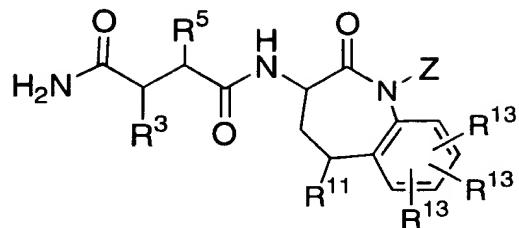
30 R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

35 R¹⁶, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)₂-, and ethyl-S(=O)₂-;

40 R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

45 R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl.

7. A compound according to Claim 5 of Formula (Id) :



(Id)

5 or a pharmaceutically acceptable salt or prodrug thereof
wherein:

R³ is R⁴,

10 R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},
C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or
C₂-C₄ alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from

15 H, F, CF₃,
C₃-C₆ carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4
20 heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
25 pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H,
OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy,
30 ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b};
C₂-C₄ alkenyl substituted with 0-1 R^{5b};

C₂-C₄ alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, =O;

5 C₃-C₆ carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
10 sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{5c}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

15 R^{5c}, at each occurrence, is independently selected from H,
OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy,
ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

20 R¹¹, at each occurrence, is independently selected from
H, =O, NR¹⁸R¹⁹, CF₃;
C₁-C₄ alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-3 R^{11b};

25 C₃-C₆ carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
10 sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{11b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

30 R^{11a}, at each occurrence, is independently selected from H,
C₁-C₄ alkyl, OR¹⁴, F, Cl, =O, NR¹⁵R¹⁶, CF₃, or phenyl
substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

5

Z is H;

C₁-C₄ alkyl substituted with 0-3 R^{12a};

C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or

10

C₂-C₄ alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

15

R¹³, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

20

R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

25

R¹⁶, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)₂-, and ethyl-S(=O)₂-;

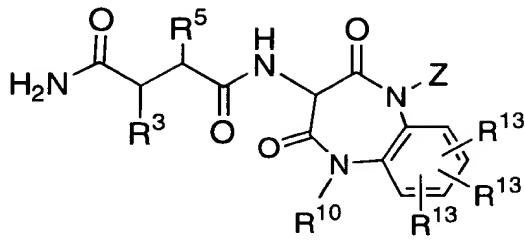
30

R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

35

R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl.

8. A compound according to Claim 5 of Formula (Ie):



(Ie)

5 or a pharmaceutically acceptable salt or prodrug thereof
wherein:

\mathbb{R}^3 is \mathbb{R}^4 ,

10 R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},
C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or
C₂-C₄ alkynyl substituted with 0-1 R^{4a};

R^{4a} , at each occurrence, is independently selected from

15 H, F, CF₃,
C₃-C₆ carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
20 sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
25 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy,

30 ethoxy, propoxy, C_1 - C_2 haloalkyl, and C_1 - C_2 haloalkoxy;

R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b};
C₂-C₄ alkenyl substituted with 0-1 R^{5b};

Sub A
C₂-C₄ alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, =O;

5 C₃-C₆ carbocycle substituted with 0-2 R^{5c};

phenyl substituted with 0-3 R^{5c}; or

10 5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

15

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

20

R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷;

C₁-C₄ alkyl optionally substituted with 0-1 R^{10a};

phenyl substituted with 0-4 R^{10b};

25 C₃-C₆ carbocycle substituted with 0-3 R^{10b}; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

30

35 R^{10a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, OR¹⁴, Cl, F, =O, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};

Sub A Con't

R^{10b} , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, $NR^{15}R^{16}$, and CF_3 ;

5 Z is H;

C_1-C_4 alkyl substituted with 0-3 R^{12a} ;

C_2-C_4 alkenyl substituted with 0-3 R^{12a} ; or

C_2-C_4 alkynyl substituted with 0-3 R^{12a} ;

10 R^{12a} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

15 R^{13} , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3 ;

20 R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

20 R^{15} , at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

25 R^{16} , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl- $C(=O)-$, ethyl- $C(=O)-$, methyl- $S(=O)_2-$, and ethyl- $S(=O)_2-$;

30 R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a} , or - CH_2 -phenyl substituted by 0-3 R^{17a} ;

35 R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3 , or OCF_3 ;

R^{18} , at each occurrence, is independently selected from

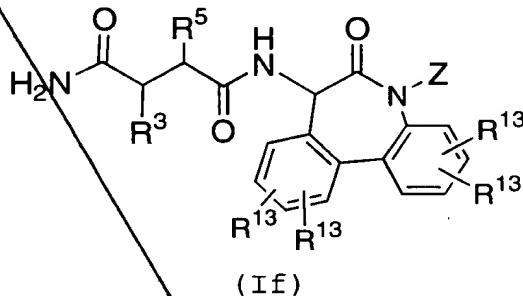
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H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R¹⁹, at each occurrence, is independently selected from

5 H, methyl, and ethyl.

9. A compound according to Claim 5 of Formula (If):



(If)

10 or a pharmaceutically acceptable salt or prodrug thereof
wherein:

15 R³ is R⁴,

R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},
C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or
C₂-C₄ alkynyl substituted with 0-1 R^{4a};

20 R^{4a}, at each occurrence, is independently selected from
H, F, CF₃,

C₃-C₆ carbocycle substituted with 0-3 R^{4b},

phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4

25 heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl,
30 pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

5

R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b};
C₂-C₄ alkenyl substituted with 0-1 R^{5b};
C₂-C₄ alkynyl substituted with 0-1 R^{5b};

10 R^{5b}, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, =O;

C₃-C₆ carbocycle substituted with 0-2 R^{5c};

phenyl substituted with 0-3 R^{5c}; or

5 to 6 membered heterocycle containing 1 to 4

15 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

20

25 R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

30 Z is H;

C₁-C₄ alkyl substituted with 0-3 R^{12a};

C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or

C₂-C₄ alkynyl substituted with 0-3 R^{12a};

35

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹³, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

5 R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

10 R¹⁶, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)₂-, and ethyl-S(=O)₂-;

15 R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

20 R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl.

10. A compound, according to one of Claims 6, 7, 8, or 9, wherein:

25 R³ is -CH₃, -CH₂CH₃, -CH₂CH₂CH₃, -CH₂CH₂CH₂CH₃, -CH₂(CH₃)₂, -CH(CH₃)CH₂CH₃, -CH₂CH(CH₃)₂, -CH₂C(CH₃)₃, -CF₃, -CH₂CF₃, -CH₂CH₂CF₃, -CH₂CH₂CH₂CF₃, -CH=CH₂, -CH₂CH=CH₂, -CH₂C(CH₃)=CH₂, -CH₂CH=C(CH₃)₂, -CH₂CH₂CH=CH₂, -CH₂CH₂C(CH₃)=CH₂, -CH₂CH₂CH=C(CH₃)₂, cis-CH₂CH=CH(CH₃), cis-CH₂CH₂CH=CH(CH₃), trans-CH₂CH=CH(CH₃), trans-CH₂CH₂CH=CH(CH₃); -C≡CH, -CH₂C≡CH, -CH₂C≡C(CH₃), cyclopropyl-CH₂-, cyclobutyl-CH₂-, cyclopentyl-CH₂-, cyclohexyl-CH₂-, cyclopropyl-CH₂CH₂-, cyclobutyl-CH₂CH₂-, cyclopentyl-CH₂CH₂-, cyclohexyl-CH₂CH₂-, phenyl-CH₂-,

(2-F-phenyl)CH₂-, (3-F-phenyl)CH₂-, (4-F-phenyl)CH₂-,
 (2-Cl-phenyl)CH₂-, (3-Cl-phenyl)CH₂-, (4-Cl-phenyl)CH₂-,
 (2,3-diF-phenyl)CH₂-, (2,4-diF-phenyl)CH₂-,
 (2,5-diF-phenyl)CH₂-, (2,6-diF-phenyl)CH₂-,
 5 (3,4-diF-phenyl)CH₂-, (3,5-diF-phenyl)CH₂-,
 (2,3-diCl-phenyl)CH₂-, (2,4-diCl-phenyl)CH₂-,
 (2,5-diCl-phenyl)CH₂-, (2,6-diCl-phenyl)CH₂-,
 (3,4-diCl-phenyl)CH₂-, (3,5-diCl-phenyl)CH₂-,
 (3-F-4-Cl-phenyl)CH₂-, (3-F-5-Cl-phenyl)CH₂-,
 10 (3-Cl-4-F-phenyl)CH₂-, phenyl-CH₂CH₂-,
 (2-F-phenyl)CH₂CH₂-, (3-F-phenyl)CH₂CH₂-,
 (4-F-phenyl)CH₂CH₂-, (2-Cl-phenyl)CH₂CH₂-,
 (3-Cl-phenyl)CH₂CH₂-, (4-Cl-phenyl)CH₂CH₂-,
 15 (2,3-diF-phenyl)CH₂CH₂-, (2,4-diF-phenyl)CH₂CH₂-,
 (2,5-diF-phenyl)CH₂CH₂-, (2,6-diF-phenyl)CH₂CH₂-,
 (3,4-diF-phenyl)CH₂CH₂-, (3,5-diF-phenyl)CH₂CH₂-,
 (2,3-diCl-phenyl)CH₂CH₂-, (2,4-diCl-phenyl)CH₂CH₂-,
 (2,5-diCl-phenyl)CH₂CH₂-, (2,6-diCl-phenyl)CH₂CH₂-,
 (3,4-diCl-phenyl)CH₂CH₂-, (3,5-diCl-phenyl)CH₂CH₂-,
 20 (3-F-4-Cl-phenyl)CH₂CH₂- or (3-F-5-Cl-phenyl)CH₂CH₂-,

 R⁵ is -CH₃, -CH₂CH₃, -CH₂CH₂CH₃, -CH(CH₃)₂, -CH₂CH₂CH₂CH₃,
 -CH(CH₃)CH₂CH₃, -CH₂CH(CH₃)₂, -CH₂C(CH₃)₃,
 -CH₂CH₂CH₂CH₂CH₃, -CH(CH₃)CH₂CH₂CH₃, -CH₂CH(CH₃)CH₂CH₃,
 25 -CH₂CH₂CH(CH₃)₂, -CH(CH₂CH₃)₂, -CF₃, -CH₂CF₃, -CH₂CH₂CF₃,
 -CH₂CH₂CH₂CF₃, -CH₂CH₂CH₂CH₂CF₃, -CH=CH₂, -CH₂CH=CH₂,
 -CH=CHCH₃, cis-CH₂CH=CH(CH₃), trans-CH₂CH=CH(CH₃),
 trans-CH₂CH=CH(C₆H₅), -CH₂CH=C(CH₃)₂, cis-CH₂CH=CHCH₂CH₃,
 trans-CH₂CH=CHCH₂CH₃, cis-CH₂CH₂CH=CH(CH₃),
 30 trans-CH₂CH₂CH=CH(CH₃), trans-CH₂CH=CNCH₂(C₆H₅),
 -C≡CH, -CH₂C≡CH, -CH₂C≡C(CH₃), -CH₂C≡C(C₆H₅)
 -CH₂CH₂C≡CH, -CH₂CH₂C≡C(CH₃), -CH₂CH₂C≡C(C₆H₅)
 -CH₂CH₂CH₂C≡CH, -CH₂CH₂CH₂C≡C(CH₃), -CH₂CH₂CH₂C≡C(C₆H₅)
 cyclopropyl-CH₂-, cyclobutyl-CH₂-, cyclopentyl-CH₂-,
 35 cyclohexyl-CH₂-, (2-CH₃-cyclopropyl)CH₂-,
 (3-CH₃-cyclobutyl)CH₂-,
 cyclopropyl-CH₂CH₂-, cyclobutyl-CH₂CH₂-,

Sub A5 Cont

cyclopentyl-CH₂CH₂-, cyclohexyl-CH₂CH₂-,
(2-CH₃-cyclopropyl)CH₂CH₂-, (3-CH₃-cyclobutyl)CH₂CH₂-,
phenyl-CH₂-, (2-F-phenyl)CH₂-, (3-F-phenyl)CH₂-,
(4-F-phenyl)CH₂-, furanyl-CH₂-, thiienyl-CH₂-,
5 pyridyl-CH₂-, 1-imidazolyl-CH₂-, oxazolyl-CH₂-,
isoxazolyl-CH₂-,
phenyl-CH₂CH₂-, (2-F-phenyl)CH₂CH₂-, (3-F-phenyl)CH₂CH₂-,
(4-F-phenyl)CH₂CH₂-, furanyl-CH₂CH₂-, thiienyl-CH₂CH₂-,
pyridyl-CH₂CH₂-, 1-imidazolyl-CH₂CH₂-, oxazolyl-CH₂CH₂-,
10 isoxazolyl-CH₂CH₂-

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl,
s-butyl, t-butyl, or allyl;

15 R¹⁰ is H, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH₂-, (4-F-phenyl)CH₂CH₂-,
4-Cl-phenyl, (4-Cl-phenyl)CH₂-, (4-Cl-phenyl)CH₂CH₂-,
4-CH₃-phenyl, (4-CH₃-phenyl)CH₂-, (4-CH₃-phenyl)CH₂CH₂-,
4-CF₃-phenyl, (4-CF₃-phenyl)CH₂-, or
20 (4-CF₃-phenyl)CH₂CH₂-;

R¹¹, at each occurrence, is independently selected from
H, =O, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH₂-, (4-F-phenyl)CH₂CH₂-,
25 3-F-phenyl, (3-F-phenyl)CH₂-, (3-F-phenyl)CH₂CH₂-,
2-F-phenyl, (2-F-phenyl)CH₂-, (2-F-phenyl)CH₂CH₂-,
4-Cl-phenyl, (4-Cl-phenyl)CH₂-, (4-Cl-phenyl)CH₂CH₂-,
3-Cl-phenyl, (3-Cl-phenyl)CH₂-, (3-Cl-phenyl)CH₂CH₂-,
4-CH₃-phenyl, (4-CH₃-phenyl)CH₂-, (4-CH₃-phenyl)CH₂CH₂-,
30 3-CH₃-phenyl, (3-CH₃-phenyl)CH₂-, (3-CH₃-phenyl)CH₂CH₂-,
4-CF₃-phenyl, (4-CF₃-phenyl)CH₂-, (4-CF₃-phenyl)CH₂CH₂-,
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R¹³, at each occurrence, is independently selected from
35 H, F, Cl, OH, -CH₃, -CH₂CH₃, -OCH₃, or -CF₃.

11. A compound according to Claim 2 selected from:

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(2R, 3S) N1-[1, 3-dihydro-2-oxo-5-phenyl-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allylbutanediamide;

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cont

(2R, 3S) N1-[1, 3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allylbutanediamide;

10 (2R, 3S) N1-[(3S) -1, 3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allylbutanediamide;

15 (2R, 3S) N1-[(3R) -1, 3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allylbutanediamide;

(2R, 3S) N1-[1, 3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allylbutanediamide;

20 (2R, 3S) N1-[(3S) -1, 3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allylbutanediamide;

25 (2R, 3S) N1-[(3R) -1, 3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allylbutanediamide;

30 (2S, 3S) N1-[1, 3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allylbutanediamide;

35 (2R, 3S) N1-[(3S) -1, 3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propylbutanediamide;

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cont
5 (2R,3S) N1-[(3S) -1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

10 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

15 (2R,3S) N1-[(3S) -1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

20 (2R,3S) N1-[(3R) -1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

25 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-2-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

30 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-morpholino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

35 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(dimethylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

40 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-methyl-N-phenylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

45 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-piperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

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cont
(2R, 3S) N1-[1, 3-dihydro-1-methyl-2-oxo-5-(N-homopiperidinyl)-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R, 3S) N1-[1, 3-dihydro-1-methyl-2-oxo-5-(3-methoxyphenyl)-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

10 (2R, 3S) N1-[1, 3-dihydro-1-methyl-2-oxo-5-(pyrid-4-yl)-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

15 (2R, 3S) N1-[1, 3-dihydro-1-methyl-2-oxo-5-phenyl-7-methoxy-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

20 (2R, 3S) N1-[1, 3-dihydro-1-methyl-2-oxo-5-(pyrid-3-yl)-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

25 (2R, 3S) N1-[1, 3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopropylmethyl)-butanediamide;

30 (2R, 3S) N1-[1, 3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

35 (2R, 3S) N1-[(3S)-1, 3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R, 3S) N1-[(3R)-1, 3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

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(2R, 3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

5 (2R, 3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopentylethyl)-butanediamide;

10 (2R, 3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

15 (2R, 3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

20 (2R, 3S) N1-[(1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

25 (2R, 3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

30 (2R, 3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

35 (2R, 3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

(2R, 3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

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cont

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

5 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

10 (2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-N4-[benzyl]-butanediamide;

15 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-methyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

20 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-n-butyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

25 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-methylpropyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

30 (2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

35 (2R,3S) N1-[1,3-dihydro-1-ethyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

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cont

(2R,3S) N1-[1,3-dihydro-1-(isopropyl)-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allylbutanediamide;

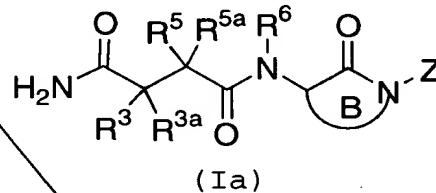
5 (2R,3S) N1-[(3S) -1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3,3-diallylbutanediamide;

10 (2R,3S) N1-[6,7-dihydro-5-methyl-6-oxo-5H-dibenz[b,d]azepin-7-yl]-2-(2-methylpropyl)-3-allylbutanediamide; and

15 (2R,3S) N1-[1,3,4,5-tetrahydro-1,5-dimethyl-2,4-dioxo-2H-1,5-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allylbutanediamide.

Sub A6

12. A compound, according to Claim 1, of Formula (Ia):



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

25 Z is C₁-C₈ alkyl substituted with 1-3 R¹²;

C₂-C₄ alkenyl substituted with 1-3 R¹²;

C₂-C₄ alkynyl substituted with 1-3 R¹²;

C₆-C₁₀ aryl substituted with 0-4 R^{12b};

30 C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

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provided, when R^{13} is H,
then Z is C_4 - C_8 alkyl substituted with 1-3 R^{12} ;
 C_2 - C_4 alkenyl substituted with 1-3 R^{12} ; or
 C_2 - C_4 alkynyl substituted with 1-3 R^{12} ; and

5 provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-
(R^{10})-6,6,7,7-tetra(R^{11})-2,4-dioxo-2H-1,5-diazepin-3-yl
core, and R^{13} is H; then

10 R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$,
 $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$; or
 C_1 - C_6 alkyl optionally substituted with 0-3 R^{10a} ;

15 R^{10a} , at each occurrence, is independently selected from
H, C_1 - C_6 alkyl, OR^{14} , Cl, F, Br, I, $=O$, CN, NO_2 ,
 $NR^{15}R^{16}$, and CF_3 .

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13. A compound according to Claim 12 of Formula (Ia)
wherein:

25 R^3 is $-(CR^7R^{7a})_n-R^4$,
 $-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$,
 $-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$, or
 $-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$;

30 n is 0, 1, or 2;

m is 0, 1, or 2;

30 R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy,
ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

35 R^4 is H, OH, OR^{14a} ,
 C_1 - C_6 alkyl substituted with 0-3 R^{4a} ,
 C_2 - C_6 alkenyl substituted with 0-3 R^{4a} ,
 C_2 - C_6 alkynyl substituted with 0-3 R^{4a} ,

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cont*
5 C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},
C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{4b};

10 R^{4a}, at each occurrence, is independently selected from is
H, F, Cl, Br, I, CF₃,

10 C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},
C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{4b};

15 R^{4b}, at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,
S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄
haloalkyl, and C₁-C₄ haloalkoxy;

20 R⁵ is H, OR¹⁴;
C₁-C₆ alkyl substituted with 0-3 R^{5b};
C₁-C₆ alkoxy substituted with 0-3 R^{5b};
25 C₂-C₆ alkenyl substituted with 0-3 R^{5b};
C₂-C₆ alkynyl substituted with 0-3 R^{5b};
C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};
C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or
30 5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{5c};

35 R^{5a} is H or C₁-C₄ alkyl;

35 R^{5b}, at each occurrence, is independently selected from:

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cont

H, C₁-C₆ alkyl, CF₃, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂,

NR¹⁵R¹⁶;

C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};

C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

10 R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

15 R⁶ is H, methyl, or ethyl;

R⁷, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, phenyl, and C₁-C₄ alkyl;

20 R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, and C₁-C₄ alkyl;

R^{7b} is independently selected from H, methyl, ethyl,

25 propyl, and butyl;

Ring B is a 7 membered lactam,
wherein the lactam is saturated, partially saturated
or unsaturated;

30 wherein each additional lactam carbon is substituted
with 0-2 R¹¹; and,
optionally, the lactam contains a heteroatom selected
from -O-, -S-, -S(=O)-, -S(=O)₂-, -N=, -NH-, and -
N(R¹⁰)-;

35

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cont

additionally, two R¹¹ substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-3 R¹³;

5 additionally, two R¹¹ substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R¹³;

10 additionally, two R¹¹ substituents on the same or adjacent carbon atoms may be combined to form a C₃-C₆ carbocycle substituted with 0-3 R¹³;

15 R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹, S(=O)₂NR¹⁸R¹⁹, S(=O)₂R¹⁷; C₁-C₆ alkyl optionally substituted with 0-2 R^{10a}; C₆-C₁₀ aryl substituted with 0-4 R^{10b}; C₃-C₁₀ carbocycle substituted with 0-3 R^{10b}; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

20 25 R^{10a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};

30 R^{10b}, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, or CF₃;

35 R¹¹, at each occurrence, is independently selected from H, C₁-C₄ alkoxy, Cl, F, Br, I, =O, CN, NO₂, NR¹⁸R¹⁹, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹, S(=O)₂NR¹⁸R¹⁹, CF₃; C₁-C₆ alkyl optionally substituted with 0-3 R^{11a};

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cont

5

C₆-C₁₀ aryl substituted with 0-3 R^{11b};
C₃-C₁₀ carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{11b};

10

R^{11a}, at each occurrence, is independently selected from H,
C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶,
CF₃, or phenyl substituted with 0-3 R^{11b};

15

R^{11b}, at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,
S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄
haloalkyl, and C₁-C₄ haloalkoxy;

20

Z is C₁-C₆ alkyl substituted with 1-3 R¹²;
C₂-C₄ alkenyl substituted with 1-3 R¹²;
C₂-C₄ alkynyl substituted with 1-3 R¹²;
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{12b};

30

R¹², at each occurrence, is independently selected from
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{12b};

35

R^{12b}, at each occurrence, is independently selected from

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cont

H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

5 R¹³, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, C₁-C₆ alkyl, or C₂-C₆ alkoxyalkyl;

10 R^{14a} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R¹⁵, at each occurrence, is independently selected from H, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

R¹⁶, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

20 R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or -CH₂-aryl substituted by 0-4 R^{17a};

25 R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;

30 R¹⁸, at each occurrence, is independently selected from H, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-; and

35 R¹⁹, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

provided, when R¹³ is H,

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then Z is C₄-C₆ alkyl substituted with 1-3 R¹²;
C₂-C₄ alkenyl substituted with 1-3 R¹²; or
C₂-C₄ alkynyl substituted with 1-3 R¹².

5 14. A compound according to Claim 13 of Formula (Ia)
wherein:

R³ is -(CH_{R⁷})_n-R⁴,

10 n is 0 or 1;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy,
ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

15 R⁴ is H, OH, OR^{14a},
C₁-C₄ alkyl substituted with 0-2 R^{4a},
C₂-C₄ alkenyl substituted with 0-2 R^{4a},
C₂-C₄ alkynyl substituted with 0-1 R^{4a},
C₃-C₆ carbocycle substituted with 0-3 R^{4b},
20 C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b};

25 R^{4a}, at each occurrence, is independently selected from is
H, F, Cl, Br, I, CF₃,
C₃-C₆ carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
30 5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b};

35 R^{4b}, at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,

~~S(=O)CH₃, S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;~~

B4 5 R⁵ is H, OR¹⁴;

C₁-C₄ alkyl substituted with 0-3 R^{5b};

C₂-C₄ alkenyl substituted with 0-3 R^{5b};

C₂-C₄ alkynyl substituted with 0-3 R^{5b};

Cont 10 R^{5a} is H, methyl, ethyl, propyl, or butyl;

15 R^{5b}, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, Cl, F, Br,

I, =O;

C₃-C₆ carbocycle substituted with 0-3 R^{5c};

15 phenyl substituted with 0-3 R^{5c}; or

20 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

25 R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

30 R⁶ is H;

35 R⁷, at each occurrence, is independently selected from H, F, CF₃, methyl, and ethyl;

30 Ring B is a 7 membered lactam,

wherein the lactam is saturated, partially saturated or unsaturated;

35 wherein each additional lactam carbon is substituted with 0-2 R¹¹; and,

optionally, the lactam contains a heteroatom selected from -N=, -NH-, and -N(R¹⁰)-;

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cont

additionally, two R¹¹ substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-2 R¹³;

5

additionally, two R¹¹ substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-2 R¹³;

10

additionally, two R¹¹ substituents on the same or adjacent carbon atoms may be combined to form a C₃-C₆ carbocycle substituted with 0-2 R¹³;

15

R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷;
C₁-C₄ alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C₃-C₆ carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b};

25

R^{10a}, at each occurrence, is independently selected from H, C₁-C₄ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};

30

R^{10b}, at each occurrence, is independently selected from H, OH, C₁-C₄ alkyl, C₁-C₃ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, or CF₃;

35

R¹¹, at each occurrence, is independently selected from H, C₁-C₄ alkoxy, Cl, F, =O, NR¹⁸R¹⁹, C(=O)R¹⁷, C(=O)OR¹⁷, CF₃;
C₁-C₆ alkyl optionally substituted with 0-3 R^{11a};

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cont
5 C₆-C₁₀ aryl substituted with 0-3 R^{11b};
C₃-C₆ carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{11b};

10 R^{11a}, at each occurrence, is independently selected from H,
C₁-C₄ alkyl, OR¹⁴, F, =O, NR¹⁵R¹⁶, CF₃, or phenyl
substituted with 0-3 R^{11b};

15 R^{11b}, at each occurrence, is independently selected from H,
OH, Cl, F, NR¹⁵R¹⁶, CF₃, C₁-C₄ alkyl, C₁-C₃ alkoxy,
C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

20 15 Z is C₁-C₄ alkyl substituted with 1-3 R¹²;
C₂-C₄ alkenyl substituted with 1-3 R¹²;
C₂-C₄ alkynyl substituted with 1-3 R¹²;
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
25 C₃-C₆ carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{12b};

30 25 R¹², at each occurrence, is independently selected from
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{12b};

35 R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl,
and C₁-C₂ haloalkoxy;

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cont 5
R¹³, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, C₁-C₄ alkyl, or C₂-C₄ alkoxyalkyl;

10 R¹⁵, at each occurrence, is independently selected from H, C₁-C₄ alkyl, benzyl, phenethyl, (C₁-C₄ alkyl)-C(=O)-, and (C₁-C₄ alkyl)-S(=O)₂-;

15 R¹⁶, at each occurrence, is independently selected from H, OH, C₁-C₄ alkyl, benzyl, phenethyl, (C₁-C₄ alkyl)-C(=O)-, and (C₁-C₄ alkyl)-S(=O)₂-;

20 15 R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or -CH₂-phenyl substituted by 0-3 R^{17a};

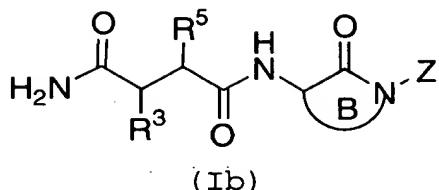
25 20 R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF₃, or OCF₃;

30 25 R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl;

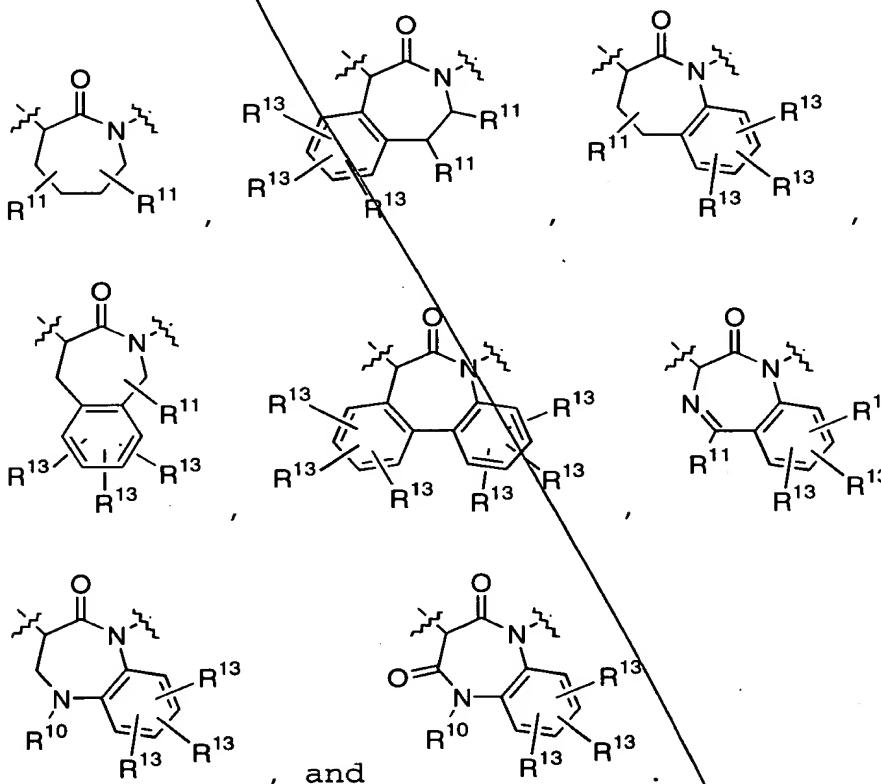
35 30 provided, when R¹³ is H,
then Z is butyl substituted with 1-3 R¹²;
C₂-C₄ alkenyl substituted with 1-3 R¹²; or
C₂-C₄ alkynyl substituted with 1-3 R¹².

35 35 15. A compound of Claim 14 of Formula (Ib):

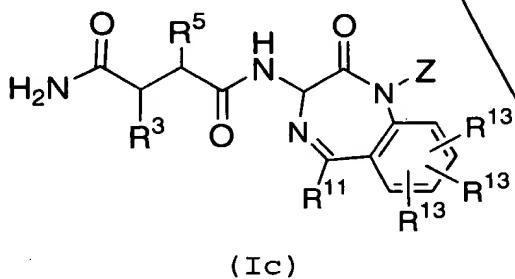


or a pharmaceutically acceptable salt or prodrug thereof
wherein:

Ring B is selected from:



15 16. A compound according to Claim 15 of Formula (Ic):



or a pharmaceutically acceptable salt or prodrug thereof

wherein

~~R³ is R⁴,~~

5 R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},
C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or
C₂-C₄ alkynyl substituted with 0-1 R^{4a};

Sub A^{1a} Cont¹⁰
R^{4a}, at each occurrence, is independently selected from
H, F, CF₃,

C₃-C₆ carbocycle substituted with 0-3 R^{4b},

phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and

15 sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

20 R^{4b}, at each occurrence, is independently selected from H,
OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy,
25 ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b};

C₂-C₄ alkenyl substituted with 0-1 R^{5b};

C₂-C₄ alkynyl substituted with 0-1 R^{5b};

30 R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, =O;
C₃-C₆ carbocycle substituted with 0-2 R^{5c};

phenyl substituted with 0-3 R^{5c}; or

35 5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

5

R^{5c} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{11} , at each occurrence, is independently selected from
H, =O, $NR^{18}R^{19}$, CF_3 ;

15

C_1-C_4 alkyl optionally substituted with 0-1 R^{11a} ;

phenyl substituted.

C_1-C_4 alkyl optionally substituted with 0-1 R^{11a} ;

phenyl substituted with 0.3 R¹;

C₃-C₆ carbocycle substituted with 0-3 R¹⁻³; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

25

R^{11a} , at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14} , F, Cl, =O, $NR^{15}R^{16}$, CF_3 , or phenyl substituted with 0-3 R^{11b} ;

30

R^{11b} , at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3 , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

35

Z is C₁-C₃ alkyl substituted with 1-3 R¹²;
C₂-C₃ alkenyl substituted with 1-3 R¹²;
C₂-C₃ alkynyl substituted with 1-3 R¹²;

Sub P7w C₁₀

5 C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{12b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

15 R¹², at each occurrence, is independently selected from
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{12b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

20 R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy,
ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

25 R¹³, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

30 R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

35 R¹⁵, at each occurrence, is independently selected from H,
methyl, ethyl, propyl, and butyl;

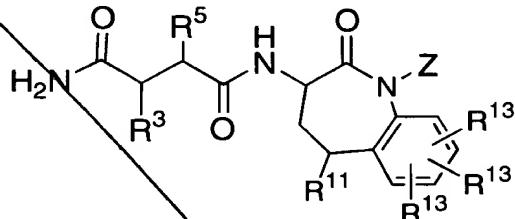
Sub A
5
~~R¹⁶, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)₂-, and ethyl-S(=O)₂-;~~

~~R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and~~

10 R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl.

provided, when R¹³ is H,
then Z is C₂-C₃ alkenyl substituted with 1-3 R¹²; or
15 C₂-C₃ alkynyl substituted with 1-3 R¹².

17. A compound according to Claim 15 of Formula (Id):



(Id)

20 or a pharmaceutically acceptable salt or prodrug thereof
wherein:

R³ is R⁴,

25 R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},
C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or
C₂-C₄ alkynyl substituted with 0-1 R^{4a};

30 R^{4a}, at each occurrence, is independently selected from H, F, CF₃,
C₃-C₆ carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

10 R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

15 R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b}; C₂-C₄ alkenyl substituted with 0-1 R^{5b}; C₂-C₄ alkynyl substituted with 0-1 R^{5b};

20 R^{5b}, at each occurrence, is independently selected from:

20 H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, =O; C₃-C₆ carbocycle substituted with 0-2 R^{5c}; phenyl substituted with 0-3 R^{5c}; or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

35 R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹¹, at each occurrence, is independently selected from

H, =O, NR¹⁸R¹⁹, CF₃;
C₁-C₄ alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-3 R^{11b};
C₃-C₆ carbocycle substituted with 0-3 R^{11b}; or
5 5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{11b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
10 pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a}, at each occurrence, is independently selected from H,
15 C₁-C₄ alkyl, OR¹⁴, F, Cl, =O, NR¹⁵R¹⁶, CF₃, or phenyl
substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H,
OH, Cl, F, NR¹⁵R¹⁶, CF₃, methyl, ethyl, propyl, butyl,
20 methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂
haloalkoxy;

25 Z is C₁-C₃ alkyl substituted with 1-3 R¹²;
C₂-C₃ alkenyl substituted with 1-3 R¹²;
C₂-C₃ alkynyl substituted with 1-3 R¹²;
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or
30 5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{12b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
35 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R¹², at each occurrence, is independently selected from

~~C₆-C₁₀ aryl substituted with 0-4 R^{12b};~~
~~C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or~~
~~5 to 6 membered heterocycle containing 1 to 4~~
~~heteroatoms selected from nitrogen, oxygen, and~~
5 ~~sulphur, wherein said 5 to 6 membered heterocycle is~~
~~substituted with 0-3 R^{12b}; wherein said 5 to 6~~
~~membered heterocycle is selected from pyridinyl,~~
~~pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,~~
~~pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,~~
10 ~~imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹³R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

15 R¹³, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

20 R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

25 R¹⁶, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)₂-, and ethyl-S(=O)₂-;

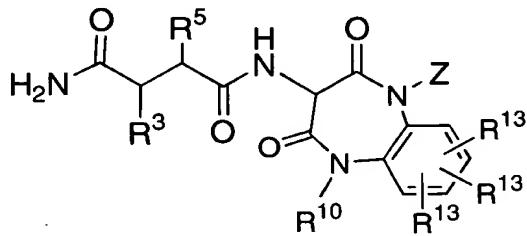
30 R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

35 R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl.

provided, when R^{13} is H,
then Z is C_2-C_3 alkenyl substituted with 1-3 R^{12} ; or
 C_2-C_3 alkynyl substituted with 1-3 R^{12} .

5

18. A compound according to Claim 15 of Formula (Ie):



(Ie)

10 or a pharmaceutically acceptable salt or prodrug thereof
wherein:

R^3 is R^4 ,

15 R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a} ,
 C_2-C_4 alkenyl substituted with 0-1 R^{4a} , or
 C_2-C_4 alkynyl substituted with 0-1 R^{4a} ;

20 R^{4a} , at each occurrence, is independently selected from
H, F, CF_3 ,
 C_3-C_6 carbocycle substituted with 0-3 R^{4b} ,
phenyl substituted with 0-3 R^{4b} , or
5 to 6 membered heterocycle containing 1 to 4

25 heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b} ; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
30 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b} , at each occurrence, is independently selected from H,
OH, Cl, F, $NR^{15}R^{16}$, CF_3 , acetyl, SCH_3 , $S(=O)CH_3$,

*Su
AB
COⁿ¹⁰*

$\text{S}(\text{=O})_2\text{CH}_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, $\text{C}_1\text{-}\text{C}_2$ haloalkyl, and $\text{C}_1\text{-}\text{C}_2$ haloalkoxy;

5 R^5 is $\text{C}_1\text{-}\text{C}_4$ alkyl substituted with 0-1 $\text{R}^{5\text{b}}$;
 $\text{C}_2\text{-}\text{C}_4$ alkenyl substituted with 0-1 $\text{R}^{5\text{b}}$;
 $\text{C}_2\text{-}\text{C}_4$ alkynyl substituted with 0-1 $\text{R}^{5\text{b}}$;

10 $\text{R}^{5\text{b}}$, at each occurrence, is independently selected from:
 H, methyl, ethyl, propyl, butyl, CF_3 , OR^{14} , =O ;
 $\text{C}_3\text{-}\text{C}_6$ carbocycle substituted with 0-2 $\text{R}^{5\text{c}}$;
 phenyl substituted with 0-3 $\text{R}^{5\text{c}}$; or
 5 to 6 membered heterocycle containing 1 to 4
 heteroatoms selected from nitrogen, oxygen, and
 sulphur, wherein said 5 to 6 membered heterocycle is
 substituted with 0-3 $\text{R}^{5\text{c}}$; wherein said 5 to 6
 membered heterocycle is selected from pyridinyl,
 pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
 pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

15 20 $\text{R}^{5\text{c}}$, at each occurrence, is independently selected from H,
 OH, Cl, F, $\text{NR}^{15}\text{R}^{16}$, CF_3 , acetyl, SCH_3 , $\text{S}(\text{=O})\text{CH}_3$,
 $\text{S}(\text{=O})_2\text{CH}_3$, methyl, ethyl, propyl, butyl, methoxy,
 ethoxy, propoxy, $\text{C}_1\text{-}\text{C}_2$ haloalkyl, and $\text{C}_1\text{-}\text{C}_2$ haloalkoxy;

25 30 R^{10} is H, $\text{C}(\text{=O})\text{R}^{17}$, $\text{C}(\text{=O})\text{OR}^{17}$;
 $\text{C}_1\text{-}\text{C}_4$ alkyl optionally substituted with 0-1 $\text{R}^{10\text{a}}$;
 phenyl substituted with 0-4 $\text{R}^{10\text{b}}$;
 $\text{C}_3\text{-}\text{C}_6$ carbocycle substituted with 0-3 $\text{R}^{10\text{b}}$; or
 5 to 6 membered heterocycle containing 1 to 4
 heteroatoms selected from nitrogen, oxygen, and
 sulphur, wherein said 5 to 6 membered heterocycle is
 substituted with 0-3 $\text{R}^{10\text{b}}$; wherein said 5 to 6
 membered heterocycle is selected from pyridinyl,
 pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
 pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
 imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

*Sub
AS
cont*

R^{10a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, OR¹⁴, Cl, F, =O, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR¹⁵R¹⁶, and CF₃;

10 Z is C₁-C₃ alkyl substituted with 1-3 R¹²;
C₂-C₃ alkenyl substituted with 1-3 R¹²;
C₂-C₃ alkynyl substituted with 1-3 R¹²;
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or

15 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

20

25 R¹², at each occurrence, is independently selected from C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or

30 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thieryl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

35 R^{12b}, at each occurrence, is independently selected from

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Cont
10
H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy,
ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

5 R¹³, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R¹⁵, at each occurrence, is independently selected from H,
methyl, ethyl, propyl, and butyl;

R¹⁶, at each occurrence, is independently selected from
15 H, OH, methyl, ethyl, propyl, butyl, benzyl,
phenethyl, methyl-C(=O)-, ethyl-C(=O)-,
methyl-S(=O)₂-, and ethyl-S(=O)₂-;

R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl,
20 ethoxymethyl, methoxyethyl, ethoxyethyl,
phenyl substituted by 0-3 R^{17a}, or
-CH₂-phenyl substituted by 0-3 R^{17a};

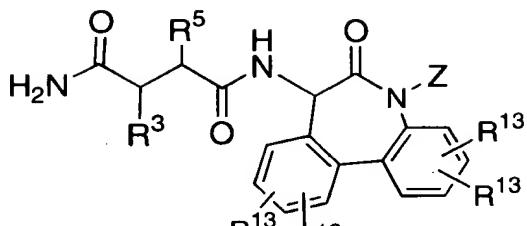
R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF₃, or OCF₃;

25 R¹⁸, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and
phenethyl; and

30 R¹⁹, at each occurrence, is independently selected from
H, methyl, and ethyl.

provided, when R¹³ is H,
then Z is C₂-C₃ alkenyl substituted with 1-3 R¹²; or
35 C₂-C₃ alkynyl substituted with 1-3 R¹².

19. A compound according to Claim 15 of Formula (If):



(If)

or a pharmaceutically acceptable salt or prodrug thereof
5 wherein:

R³ is R⁴,

10 R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},
C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or
C₂-C₄ alkynyl substituted with 0-1 R^{4a};

15 R^{4a}, at each occurrence, is independently selected from
H, F, CF₃,
C₃-C₆ carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
20 substituted with 0-3 R^{4b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

25 R^{4b}, at each occurrence, is independently selected from H,
OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SC(=O)CH₃,
S(=O)CH₃, methyl, ethyl, propyl, butyl, methoxy,
ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

30 R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b};
C₂-C₄ alkenyl substituted with 0-1 R^{5b};
C₂-C₄ alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, =O;
C₃-C₆ carbocycle substituted with 0-2 R^{5c};
5 phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{5c}; wherein said 5 to 6
10 membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

15 R^{5c}, at each occurrence, is independently selected from H,
OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy,
ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

20 Z is C₁-C₃ alkyl substituted with 1-3 R¹²;
C₂-C₃ alkenyl substituted with 1-3 R¹²;
C₂-C₃ alkynyl substituted with 1-3 R¹²;
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or
25 5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{12b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
30 pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

35 R¹², at each occurrence, is independently selected from
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

10 R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

15 R¹³, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

20 R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

25 R¹⁵, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)₂-, and ethyl-S(=O)₂-;

30 R¹⁸, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

35 R¹⁹, at each occurrence, is independently selected from H, methyl, and ethyl.

provided, when R¹³ is H,
then Z is C₂-C₃ alkenyl substituted with 1-3 R¹², or

20. A compound according to one of Claims 16, 17, 18, 19,
wherein:

5

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R³ is -CH₃, -CH₂CH₃, -CH₂CH₂CH₃, -CH₂CH₂CH₂CH₃,
-CH₂(CH₃)₂, -CH(CH₃)CH₂CH₃, -CH₂CH(CH₃)₂, -CH₂C(CH₃)₃,
-CF₃, -CH₂CF₃, -CH₂CH₂CF₃, -CH₂CH₂CH₂CF₃,
-CH=CH₂, -CH₂CH=CH₂, -CH₂C(CH₃)=CH₂, -CH₂CH=C(CH₃)₂,
-CH₂CH₂CH=CH₂, -CH₂CH₂C(CH₃)=CH₂, -CH₂CH₂CH=C(CH₃)₂,
10 cis-CH₂CH=CH(CH₃), cis-CH₂CH₂CH=CH(CH₃),
trans-CH₂CH=CH(CH₃), trans-CH₂CH₂CH=CH(CH₃);
-C≡CH, -CH₂C≡CH, -CH₂C≡C(CH₃),
cyclopropyl-CH₂-, cyclobutyl-CH₂-, cyclopentyl-CH₂-,
15 cyclohexyl-CH₂-, cyclopropyl-CH₂CH₂-,
cyclobutyl-CH₂CH₂-, cyclopentyl-CH₂CH₂-,
cyclohexyl-CH₂CH₂-, phenyl-CH₂-,
(2-F-phenyl)CH₂-, (3-F-phenyl)CH₂-, (4-F-phenyl)CH₂-,
(2-Cl-phenyl)CH₂-, (3-Cl-phenyl)CH₂-, (4-Cl-phenyl)CH₂-,
20 (2,3-diF-phenyl)CH₂-, (2,4-diF-phenyl)CH₂-,
(2,5-diF-phenyl)CH₂-, (2,6-diF-phenyl)CH₂-,
(3,4-diF-phenyl)CH₂-, (3,5-diF-phenyl)CH₂-,
(2,3-diCl-phenyl)CH₂-, (2,4-diCl-phenyl)CH₂-,
(2,5-diCl-phenyl)CH₂-, (2,6-diCl-phenyl)CH₂-,
25 (3,4-diCl-phenyl)CH₂-, (3,5-diCl-phenyl)CH₂-,
(3-F-4-Cl-phenyl)CH₂-, (3-F-5-Cl-phenyl)CH₂-,
(3-Cl-4-F-phenyl)CH₂-, phenyl-CH₂CH₂-,
(2-F-phenyl)CH₂CH₂-, (3-F-phenyl)CH₂CH₂-,
(4-F-phenyl)CH₂CH₂-, (2-Cl-phenyl)CH₂CH₂-,
30 (3-Cl-phenyl)CH₂CH₂-, (4-Cl-phenyl)CH₂CH₂-,
(2,3-diF-phenyl)CH₂CH₂-, (2,4-diF-phenyl)CH₂CH₂-,
(2,5-diF-phenyl)CH₂CH₂-, (2,6-diF-phenyl)CH₂CH₂-,
(3,4-diF-phenyl)CH₂CH₂-, (3,5-diF-phenyl)CH₂CH₂-,
(2,3-diCl-phenyl)CH₂CH₂-, (2,4-diCl-phenyl)CH₂CH₂-,
35 (2,5-diCl-phenyl)CH₂CH₂-, (2,6-diCl-phenyl)CH₂CH₂-,
(3,4-diCl-phenyl)CH₂CH₂-, (3,5-diCl-phenyl)CH₂CH₂-,
(3-F-4-Cl-phenyl)CH₂CH₂-, or (3-F-5-Cl-phenyl)CH₂CH₂-,

Su
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~~R⁵ is -CH₃, -CH₂CH₃, -CH₂CH₂CH₃, -CH(CH₃)₂, -CH₂CH₂CH₂CH₃,~~
~~-CH(CH₃)CH₂CH₃, -CH₂CH(CH₃)₂, -CH₂C(CH₃)₃,~~
~~-CH₂CH₂CH₂CH₂CH₃, -CH(CH₃)CH₂CH₂CH₃, -CH₂CH(CH₃)CH₂CH₃,~~
5 ~~-CH₂CH₂CH(CH₃)₂, -CH(CH₂CH₃)₂, -CF₃, -CH₂CF₃, -CH₂CH₂CF₃,~~
~~-CH₂CH₂CH₂CF₃, -CH₂CH₂CH₂CF₃, -CH=CH₂, -CH₂CH=CH₂,~~
~~-CH=CHCH₃, cis-CH₂CH=CH(CH₃), trans-CH₂CH=CH(CH₃),~~
10 ~~trans-CH₂CH=CH(C₆H₅), -CH₂CH=C(CH₃)₂, cis-CH₂CH=CHCH₂CH₃,~~
~~trans-CH₂CH=CHCH₂CH₃, cis-CH₂CH₂CH=CH(CH₃),~~
~~trans-CH₂CH₂CH=CH(CH₃), trans-CH₂CH=CHCH₂(C₆H₅),~~
~~-C≡CH, -CH₂C≡CH, -CH₂C≡C(CH₃), -CH₂C≡C(C₆H₅)~~
~~-CH₂CH₂C≡CH, -CH₂CH₂C≡C(CH₃), -CH₂CH₂C≡C(C₆H₅)~~
~~-CH₂CH₂CH₂C≡CH, -CH₂CH₂CH₂C≡C(CH₃), -CH₂CH₂CH₂C≡C(C₆H₅)~~
15 ~~cyclopropyl-CH₂-, cyclobutyl-CH₂-, cyclopentyl-CH₂-,~~
~~cyclohexyl-CH₂-, (2-CH₃-cyclopropyl)CH₂-,~~
~~(3-CH₃-cyclobutyl)CH₂-,~~
~~cyclopropyl-CH₂CH₂-, cyclobutyl-CH₂CH₂-,~~
~~cyclopentyl-CH₂CH₂-, cyclohexyl-CH₂CH₂-,~~
~~(2-CH₃-cyclopropyl)CH₂CH₂-, (3-CH₃-cyclobutyl)CH₂CH₂-,~~
20 ~~phenyl-CH₂-, (2-F-phenyl)CH₂-, (3-F-phenyl)CH₂-,~~
~~(4-F-phenyl)CH₂-, furanyl-CH₂-, thieryl-CH₂-,~~
~~pyridyl-CH₂-, 1-imidazolyl-CH₂-, oxazolyl-CH₂-,~~
~~isoxazolyl-CH₂-,~~
~~phenyl-CH₂CH₂-, (2-F-phenyl)CH₂CH₂-, (3-F-phenyl)CH₂CH₂-,~~
25 ~~(4-F-phenyl)CH₂CH₂-, furanyl-CH₂CH₂-, thieryl-CH₂CH₂-,~~
~~pyridyl-CH₂CH₂-, 1-imidazolyl-CH₂CH₂-, oxazolyl-CH₂CH₂-,~~
~~isoxazolyl-CH₂CH₂-,~~

Z is phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl,
30 *Z* is 2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-diF-phenyl,
2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl,
3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl,
2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl,
3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl,
35 *Z* is 3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl,
3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl,
4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl,

2-CF₃O-phenyl, 3-CF₃O-phenyl, 4-CF₃O-phenyl,
furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,
4-Me-pyridyl, 1-imidazolyl, oxazolyl, isoxazolyl,
1-benzimidazolyl,
5 cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,
morpholino, N-piperinyl,
phenyl-CH₂-, (2-F-phenyl)CH₂-, (3-F-phenyl)CH₂-,
(4-F-phenyl)CH₂-, (2-Cl-phenyl)CH₂-, (3-Cl-phenyl)CH₂-,
(4-Cl-phenyl)CH₂-, (2,3-diF-phenyl)CH₂-,
10 (2,4-diF-phenyl)CH₂-, (2,5-diF-phenyl)CH₂-,
(2,6-diF-phenyl)CH₂-, (3,4-diF-phenyl)CH₂-,
(3,5-diF-phenyl)CH₂-, (2,3-diCl-phenyl)CH₂-,
(2,4-diCl-phenyl)CH₂-, (2,5-diCl-phenyl)CH₂-,
(2,6-diCl-phenyl)CH₂-, (3,4-diCl-phenyl)CH₂-,
15 (3,5-diCl-phenyl)CH₂-, (3-F-4-Cl-phenyl)CH₂-,
(3-F-5-Cl-phenyl)CH₂-, (3-Cl-4-F-phenyl)CH₂-,
(2-MeO-phenyl)CH₂-, (3-MeO-phenyl)CH₂-,
(4-MeO-phenyl)CH₂-, (2-Me-phenyl)CH₂-,
(3-Me-phenyl)CH₂-, (4-Me-phenyl)CH₂-,
20 (2-MeS-phenyl)CH₂-, (3-MeS-phenyl)CH₂-,
4-MeS-phenyl)CH₂-, (2-CF₃O-phenyl)CH₂-,
(3-CF₃O-phenyl)CH₂-, (4-CF₃O-phenyl)CH₂-,
(furanyl)CH₂-, (thienyl)CH₂-, (pyridyl)CH₂-,
(2-Me-pyridyl)CH₂-, (3-Me-pyridyl)CH₂-,
25 (4-Me-pyridyl)CH₂-, (1-imidazolyl)CH₂-,
(oxazolyl)CH₂-, (isoxazolyl)CH₂-,
(1-benzimidazolyl)CH₂-, (cyclopropyl)CH₂-,
(cyclobutyl)CH₂-, (cyclopentyl)CH₂-,
(cyclohexyl)CH₂-, (morpholino)CH₂-, (N-pipridinyl)CH₂-,
30 phenyl-CH₂CH₂-, (phenyl)₂CHCH₂-, (2-F-phenyl)CH₂CH₂-,
(3-F-phenyl)CH₂CH₂-, (4-F-phenyl)CH₂CH₂-,
(2-Cl-phenyl)CH₂CH₂-, (3-Cl-phenyl)CH₂CH₂-,
(4-Cl-phenyl)CH₂CH₂-, (2,3-diF-phenyl)CH₂CH₂-,
35 (2,4-diF-phenyl)CH₂CH₂-, (2,5-diF-phenyl)CH₂CH₂-,
(2,6-diF-phenyl)CH₂CH₂-, (3,4-diF-phenyl)CH₂CH₂-,
(3,5-diF-phenyl)CH₂CH₂-, (2,3-diCl-phenyl)CH₂CH₂-,

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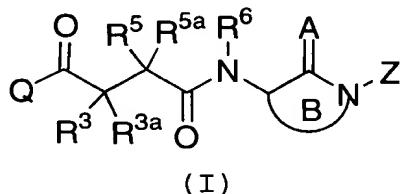
(2,4-diCl-phenyl)CH₂CH₂-, (2,5-diCl-phenyl)CH₂CH₂-,
(2,6-diCl-phenyl)CH₂CH₂-, (3,4-diCl-phenyl)CH₂CH₂-,
(3,5-diCl-phenyl)CH₂CH₂-, (3-F-4-Cl-phenyl)CH₂CH₂-,
(3-F-5-Cl-phenyl)CH₂CH₂-, (3-Cl-4-F-phenyl)CH₂CH₂-,
5 (2-MeO-phenyl)CH₂CH₂-, (3-MeO-phenyl)CH₂CH₂-,
(4-MeO-phenyl)CH₂CH₂-, (2-Me-phenyl)CH₂CH₂-,
(3-Me-phenyl)CH₂CH₂-, (4-Me-phenyl)CH₂CH₂-,
(2-MeS-phenyl)CH₂CH₂-, (3-MeS-phenyl)CH₂CH₂-,
(4-MeS-phenyl)CH₂CH₂-, (2-CF₃O-phenyl)CH₂CH₂-,
(3-CF₃O-phenyl)CH₂CH₂-, (4-CF₃O-phenyl)CH₂CH₂-,
(furanyl)CH₂CH₂-, (thienyl)CH₂CH₂-, (pyridyl)CH₂CH₂-,
(2-Me-pyridyl)CH₂CH₂-, (3-Me-pyridyl)CH₂CH₂-,
(4-Me-pyridyl)CH₂CH₂-, (imidazolyl)CH₂CH₂-,
(oxazolyl)CH₂CH₂-, (isoxazolyl)CH₂CH₂-,
15 (benzimidazolyl)CH₂CH₂-, (cyclopropyl)CH₂CH₂-,
(cyclobutyl)CH₂CH₂-, (cyclopentyl)CH₂CH₂-,
(cyclohexyl)CH₂CH₂-, (morpholino)CH₂CH₂-, or
(N-pipridinyl)CH₂CH₂-,
20 R¹⁰ is H, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH₂-, (4-F-phenyl)CH₂CH₂-,
4-Cl-phenyl, (4-Cl-phenyl)CH₂-, (4-Cl-phenyl)CH₂CH₂-,
4-CH₃-phenyl, (4-CH₃-phenyl)CH₂-, (4-CH₃-phenyl)CH₂CH₂-,
4-CF₃-phenyl, (4-CF₃-phenyl)CH₂-, or
25 (4-CF₃-phenyl)CH₂CH₂-,

R¹¹, at each occurrence, is independently selected from
H, =O, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH₂-, (4-F-phenyl)CH₂CH₂-,
30 3-F-phenyl, (3-F-phenyl)CH₂-, (3-F-phenyl)CH₂CH₂-,
2-F-phenyl, (2-F-phenyl)CH₂-, (2-F-phenyl)CH₂CH₂-,
4-Cl-phenyl, (4-Cl-phenyl)CH₂-, (4-Cl-phenyl)CH₂CH₂-,
3-Cl-phenyl, (3-Cl-phenyl)CH₂-, (3-Cl-phenyl)CH₂CH₂-,
4-CH₃-phenyl, (4-CH₃-phenyl)CH₂-, (4-CH₃-phenyl)CH₂CH₂-,
35 3-CH₃-phenyl, (3-CH₃-phenyl)CH₂-, (3-CH₃-phenyl)CH₂CH₂-,
4-CF₃-phenyl, (4-CF₃-phenyl)CH₂-, (4-CF₃-phenyl)CH₂CH₂-,
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

50
A9
Cont

R^{13} , at each occurrence, is independently selected from H, F, Cl, OH, $-CH_3$, $-CH_2CH_3$, $-OCH_3$, or $-CF_3$.

5 21. A method for the treatment of neurological disorders associated with β -amyloid production comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Formula (I):



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

15 A is O or S;

Q is $-NR^1R^2$;

20 R^1 is OR^{14} ;

25 R^2 is independently selected from H, C₁-C₆ alkyl, C₃-C₁₀ carbocycle, C₆-C₁₀ aryl, and 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur;

30 R^3 is $-(CR^7R^{7a})_n-R^4$,
 $-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$,
 $-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$,
 $-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$,
 $-(CR^7R^{7a})_n-S(=O)-(CR^7R^{7a})_m-R^4$,
 $-(CR^7R^{7a})_n-S(=O)_2-(CR^7R^{7a})_m-R^4$,
 $-(CR^7R^{7a})_n-C(=O)-(CR^7R^{7a})_m-R^4$,
 $-(CR^7R^{7a})_n-N(R^{7b})C(=O)-(CR^7R^{7a})_m-R^4$,
 $-(CR^7R^{7a})_n-C(=O)N(R^{7b})-(CR^7R^{7a})_m-R^4$,

~~- (CR⁷R^{7a})_n-N(R^{7b})S(=O)₂-(CR⁷R^{7a})_m-R⁴, or
- (CR⁷R^{7a})_n-S(=O)₂N(R^{7b})-(CR⁷R^{7a})_m-R⁴;~~

n is 0, 1, 2, or 3;

5 m is 0, 1, 2, or 3;

R^{3a} is H, OH, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₂-C₄ alkenyl or C₂-C₄ alkenyloxy;

10 R⁴ is H, OH, OR^{14a},
C₁-C₆ alkyl substituted with 0-3 R^{4a},
C₂-C₆ alkenyl substituted with 0-3 R^{4a},
C₂-C₆ alkynyl substituted with 0-3 R^{4a},

15 C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},
C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle

20 is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is
H, F, Cl, Br, I, CF₃,
C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},
C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or
25 5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{4b}.

30 R^{4b}, at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CR₃, acetyl, SCH₃,
S(=O)CH₃, S(=O)₂CH₃,
C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,
35 C₁-C₄ haloalkoxy, and C₁-C₄ halothioalkyl-S-;

R⁵ is H, OR¹⁴;

C₁-C₆ alkyl substituted with 0-3 R^{5b};
C₁-C₆ alkoxy substituted with 0-3 R^{5b};
C₂-C₆ alkenyl substituted with 0-3 R^{5b};
C₂-C₆ alkynyl substituted with 0-3 R^{5b};
5 C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};
C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
10 is substituted with 0-3 R^{5c};

R^{5a} is H, OH, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₂-C₄ alkenyl, or
C₂-C₄ alkenyloxy;

15 R^{5b}, at each occurrence, is independently selected from:
H, C₁-C₆ alkyl, CF₃, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂,
NR¹⁵R¹⁶;
C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};
C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or
20 5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{5c};

25 R^{5c}, at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,
S(=O)CH₃, S(=O)₂CH₃,
C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,
C₁-C₄ haloalkoxy, and C₁-C₄ halothioalkyl-S-;

30 R⁶ is H;
C₁-C₆ alkyl substituted with 0-3 R^{6a};
C₃-C₁₀ carbocycle substituted with 0-3 R^{6b}; or
C₆-C₁₀ aryl substituted with 0-3 R^{6b};

35

~~R^{6a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, aryl or CF₃;~~

5 R^{6b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

10 R⁷, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, phenyl and C₁-C₄ alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, and C₁-C₄ alkyl;

15 R^{7b} is independently selected from H and C₁-C₄ alkyl;

Ring B is a 7 membered lactam or thiolactam, wherein the lactam or thiolactam is saturated, partially saturated or unsaturated;

20 wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R¹¹; and, optionally, the lactam contains a heteroatom selected from -O-, -S-, -S(=O)-, -S(=O)₂-, -N=, -NH-, and -N(R¹⁰)-;

25 additionally, two R¹¹ substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R¹³;

30 additionally, two R¹¹ substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R¹³;

additionally, two R¹¹ substituents on the same or adjacent carbon atoms may be combined to form a C₃-C₆ carbocycle substituted with 0-3 R¹³;

5 R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹,
S(=O)₂NR¹⁸R¹⁹, S(=O)₂R¹⁷;
C₁-C₆ alkyl optionally substituted with 0-3 R^{10a};
C₆-C₁₀ aryl substituted with 0-4 R^{10b};
C₃-C₁₀ carbocycle substituted with 0-3 R^{10b}; or
10 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

15 R^{10a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or aryl substituted with 0-4 R^{10b};

20 R^{10b}, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

25 R¹¹, at each occurrence, is independently selected from H, C₁-C₄ alkoxy, Cl, F, Br, I, =O, CN, NO₂, NR¹⁸R¹⁹, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹, S(=O)₂NR¹⁸R¹⁹, CF₃; C₁-C₆ alkyl optionally substituted with 0-3 R^{11a};
C₆-C₁₀ aryl substituted with 0-3 R^{11b};
30 C₃-C₁₀ carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

35 R^{11a}, at each occurrence, is independently selected from

H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃;
phenyl substituted with 0-3 R^{11b};
C₃-C₆ cycloalkyl substituted with 0-3 R^{11b}; and
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{11b};

10 R^{11b}, at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,
S(=O)CH₃, S(=O)₂CH₃,
C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,
C₁-C₄ haloalkoxy, and C₁-C₄ halothioalkyl-S-;

15 Z is H;
C₁-C₈ alkyl substituted with 1-3 R¹²;
C₂-C₄ alkenyl substituted with 1-3 R¹²;
C₂-C₄ alkynyl substituted with 1-3 R¹²;

20 C₁-C₈ alkyl substituted with 0-3 R^{12a};
C₂-C₄ alkenyl substituted with 0-3 R^{12a};
C₂-C₄ alkynyl substituted with 0-3 R^{12a};
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or

25 5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{12b};

30 R¹², at each occurrence, is independently selected from
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
35 sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, -C(=O)NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, 5 C₁-C₄ haloalkoxy, or C₁-C₄ halothioalkyl-S-;

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, 10 C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ halothioalkyl-S-;

R¹³, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, 15 NO₂, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, or C₃-C₆ cycloalkyl;

20 R^{14a} is H, phenyl, benzyl, or C₁-C₄ alkyl;

R¹⁵, at each occurrence, is independently selected from H, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

25 R¹⁶, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

30 R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or -CH₂-aryl substituted by 0-4 R^{17a};

35 R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;

~~R¹⁸, at each occurrence, is independently selected from H, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-; and~~

5 ~~R¹⁹, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;~~

provided, when R¹³ is H,

10 then Z is H;
C₄-C₈ alkyl substituted with 1-3 R¹²;
C₂-C₄ alkenyl substituted with 1-3 R¹²;
C₂-C₄ alkynyl substituted with 1-3 R¹²;
C₁-C₈ alkyl substituted with 0-3 R^{12a};
15 C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or
C₂-C₄ alkynyl substituted with 0-3 R^{12a}; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R¹⁰)-6,6,7,7-tetra(R¹¹)-2,4-dioxo-2H-1,5-diazepin-3-yl

20 core, and R¹³ is H; then

25 R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹,
S(=O)₂NR¹⁸R¹⁹, S(=O)₂R¹⁷, or
C₁-C₆ alkyl optionally substituted with 0-3 R^{10a};

30 R^{10a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, and CF₃.

sub B8
30 22. A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

35 23. A method for the treatment of neurological disorders associated with β -amyloid production comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.

24. A method for inhibiting γ -secretase activity comprising administering to a host in need of such inhibition a therapeutically effective amount of a compound of Claim 1 that inhibits γ -secretase activity.

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